FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

1175349

OMB APPR					
OMB Number:	3235-0076				
Expires:	May 31, 2005				
Estimated avera	ge burden				
hours per respor	nse16.00				

SEC U	SE ONLY
Prefix	Serial
DATE	RECEIVED
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UNIFORM	LIMITED OFFERING EXEMI	PHON	
Name of Offering (check if this is an amendment ar			N
Series B Securities Purchase Agreement			a series
Filing Under (Check box(es) that apply): Type of Filing: New Filing Amendment	Rule 505 Rule 506 Section 4(6)	ULOE	
	A. BASIC IDENTIFICATION DATA	« SEP OF	9012
1. Enter the information requested about the issuer			
Name of Issuer (Check if this is an amendment and n	name has changed, and indicate change.)		A STAN
Tri Alpha Energy, Inc.			
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (includ	ng Area Code)
27211 Burbank, Foothill Ranch, CA 92610	Manager 2012	(949) 452-1172	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City. State, Zip Code)	Telephone Number (Includ	ling Area Code)
The second secon	The state of the s		and the second s
Brief Description of Business		The second state of the second	The state of the s
Research and development of electrical service			
Type of Business Organization			
		lease specify):	annesse!
business trust limited par	tnership, to be formed		hkacroe.
Actual or Estimated Date of Incorporation or Organization		mated	PROCESSET SEP 08 2003
Jurisdiction of Incorporation or Organization: (Enter two- CN for C	Pletter U.S. Postal Service abbreviation for State: Canada; FN for other foreign jurisdiction)	DE	THOMSON
GENERAL INSTRUCTIONS			FINANCIAL.
Federal: Who Must File: All issuers making an offering of securities	in reliance on an exemption under Regulation D or	Section 4(6), 17 CFR 230.501 e	et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTIOI

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Binderbauer, Michl Business or Residence Address (Number and Street, City, State, Zip Code) 27211 Burbank, Foothill Ranch, CA 92610 Promoter Beneficial Owner Executive Officer Full Name (Last name first, if individual) Boyden, James Business or Residence Address (Number and Street, City, State, Zip Code) 27211 Burbank, Foothill Ranch, CA 92610 Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Buchanan, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 27211 Burbank, Foothill Ranch, CA 92610 Check Box(es) that Apply: Beneficial Owner Executive Officer Director Promoter Full Name (Last name first, if individual) Conrad, Andrew-Business or Residence Address (Number and Street, City, State, Zip Code) 27211 Burbank, Foothill Ranch, CA 92610 Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) George P. Sealy Revocable Trust Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 2228, Rancho Santa Fe, CA 92067 Beneficial Owner Executive Officer Promoter General and/or Managing Partner Full Name (Last name first, if individual) Hamlin, Harry Business or Residence Address (Number and Street, City, State, Zip Code) 27211 Burbank, Foothill Ranch, CA 92610 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Porridge, LLC Business or Residence Address (Number and Street, City, State, Zip Code)

500 Nyala Farm Road, Westport, CT 06880

BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Theck Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
full Name (Last name first, if	indivi	dual)								
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Business or Residence Addre 2721: Burbank, Foothil	SCHEAGANE.	aracahar batan 1981 da 1991 da	tables.	City, State, Zip Cod	e)					
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ull Name (Last name first, if	indivi	dual)								
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Check Box(es) that Apply:	7.00 (E)	Promoter		Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, if	indiv	idual)						***		<u></u>
Puckett, Allen E					Sang Masa					
Business or Residence Addr	ess (N	umber and S	treet,	City, State, Zip Cod	le)					
27211: Burbank, Foothi	ll Ra	nch, CA 9	2610				A SERVICE			
Check Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, it	indiv	idual)								
Sealy, George P.										
Business or Residence Addr	ess (N	lumber and S	treet,	City, State, Zip Coo	le)				engga reasu	
27211 Bûrbank, Foothi	ll Ra	nch, CA 9	2610							
Check Box(es) that Apply:		Promoter	×	Beneficial Owner	X	Executive Officer	X	Director	NEW YORK	General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								· · · · · · · · · · · · · · · · · · ·
 Valentine, James I:			PER 1							
Business or Residence Addr	ess (N	Sumber and S	street,	City, State, Zip Coo	le)					·
27211 Burbank, Footh	II.Ra	nch, CA 9	2610							
Check Box(es) that Apply:	148 748 748	Promoter	×	Beneficial Owner		Executive Officer	8 3 2 8 3 2	Director	MAX.	General and/or Managing Partner
Full Name (Last name first, i	f indiv	vidual)								
Vulcan Ventures	-ec. (^	Jumber and	Street	City State Zin Co	16)					
505 Fifth Avenue, Suit	STATE THE PROPERTY.	AN	ik italiani - Ara	a none, neverepresión vo exempla fotores						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	<u> </u>	Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	vidual)								
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Business or Residence Addi	ress (î	Number and	Street	, City, State, Zip Co.	de)					

				B.	. INFORMA	ATION ABO	OUT OFFE	RING				,
I . Has the	issuer solo	d, or does							-		Yes	No X
	Answer also in Appendix, Column 2. if filing under ULOE. What is the minimum investment that will be accepted from any individual?											- 1000 000 5 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
2. What is the minimum investment that will be accepted from any individual?									s <u>\$5</u>	,000		
3. Does the offering permit joint ownership of a single unit?									Yes	No X		
commiss If a pers or states	ne informatesion or sime son to be list, list the nate or dealer.	ilar remun ted is an a me of the	eration for ssociated p broker or d	solicitation erson or ag ealer. It m	n of purcha gent of a brore than five	sers in cons oker or dea re (5) perso	nection with the register ons to be list	h sales of s ed with the ted are asso	ecurities in SEC and/	the offeri	ng. tate	
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Business o	r Residence	Address	(Number a	nd Street. (Lity, State.	Zip Code)		101987422 N				
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Business o	(Last name	e Address	(Number a	nd Street,	City, State	, Zip Code)					
Name of A	Associated I	sroker or	Dealer					errennes et e	N. Promes	,		
	Which Perso								· · · · · · · · · · · · · · · · · · ·			
(Chec	k "All State	es" or chec	k individua	l States)							[] A	All States
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	(Last name						ogenesis on the section	********				
Business c	or Residenc	e Address	(Number a	nd Street	City State	Zin Code)	-	<u></u>			
	Associated I		Dealer							······································		
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OFFERING PRICE, NU	IMBER OF INVESTORS, EXPENSES AND USE OF PI	ROCEEDS	
sold. Enter "0" if the answer is "none" or "zero."	ncluded in this offering and the total amount already If the transaction is an exchange offering, check the amounts of the securities offered for exchange and		
Type of Security		Aggregate Offering Price	Amount Already Sold
Debt		0	\$ 0
		8,000,000	s 6,671,000
	Common Preferred		.
Convertible Securities (including warrants)		0 (see note 1 below)	S 0
Partnership Interests		himiten mine	S
Other (Specify	S		2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
		Carrier and Carrie	S[1,1] [1,1]
Answer also in Appendix, Colo	umn 3. if filing under ULOE.		
offering and the aggregate dollar amounts of the	ted investors who have purchased securities in this eir purchases. For offerings under Rule 504, indicate ecurities and the aggregate dollar amount of their r is *'none" or "zero."		
Accredited Investors		Number Investors	Aggregate Dollar Amount of Purchases \$ 6,671,000
		0	\$ 0
	ly)	a communication of the second	S
	Column 4, if filing under ULOE.		<u> </u>
3. If this filing is for an offering under Rule 504 or 5 sold by the issuer, to date. in offerings of the typ	505. enter the information requested for all securities ses indicated, in the twelve (12) months prior to the fy securities by type listed in Part C Question 1.		
		Type of	Dollar Amoun
Type of Offering		Security	Sold
		State of the second sec	S
	· · · · · · · · · · · · · · · · · · ·		\$ <u></u>
			S
			S
securities in this offering. Exclude amounts rel	nnection with the issuance and distribution of the ating solely to organization expenses of the insurer. ure contingencies. If the amount of an expenditure is box to the left of the estimate.		
Transfer Agent's Fees			\$ <u></u>
Printing and Engraving Costs			S
Legal Fees		X	§ 225,000
Accounting Fees			\$
Engineering Fees			\$
Sales Commissions (specify finders' fees s	eparately)		\$

S 225,000

Other Expenses (identify)

4 of 9

¹ The offering of the Series B Preferred Stock was structured as units of Series B Preferred Stock and warrants to purchase Series B Preferred Stock, thus the offering included the issuance of warrants to purchase up to 800,000 shares of Series B Preferred Stock, of which 666,200 such warrants have been issued. Each warrant may be exercised by its holder at \$5 per share.

	OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
5	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part CQue proceeds to the issuer." Indicate below the amount of the adjusted gross proceed	estion 4.a. This difference is the "adjusted gross		s:7;775;000
J.	each of the purposes shown. If the amount for any p check the box to the left of the estimate. The total of th proceeds to the issuer set forth in response to Part C	urpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers.	Payments to
			Directors, & Affiliates	Payments to Others
	Salaries and fees		¥ \$ 1,100,000	x \$ 2,100,000
	Purchase of real estate.		Since Community	24.054.144.144.14
٠.	Purchase, rental or leasing and installation of machinand equipment	nery	S	¥ § 1,000,000 −
	Construction or leasing of plant buildings and facilit	ies	\$	\$ 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets	or securities of another	nomental society construction	1256247282899997399477777
	issuer pursuant to a merger)			\$ 561.000
	Repayment of indebtedness		STATE OF THE PROPERTY OF THE P	\$ 561,000 ° 55
	Working capital Other (specify):			₹ \$ 3,014,000
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•	Column Totals		X \$ 1,100,000	₹ § 6,675,000 %
	Total Payments Listed (column totals added)		x \$ <u>7</u> ;7	75,000
		D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnish information furnished by the issuer to any non-accredi	sh to the U.S. Securities and Exchange Commis	ssion, upon written	e 505, the following request of its staff,
Iss	uer (Print or Type)	Signature	Date	8 <u>214</u> 65 533 GS 344182 25 CS 2884 2
Ti	i Alpha Energy, Inc.	Il Sealy	9-3-6	Simplification
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)		TERRET STANZER SERVEN
Ğ	eorge P. Sealy	Chief Executive Officer		

ATTENTION

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
See Appendix, Column 5, for state response.		(<u>c.</u>)

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (I 7 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

•		
Issuer (Print or Type)	Signature 2	Date
Tri-Alpha Energy, Inc.	SH Scales	9-3-03
Name (Print or Type)	Title (Print or Type)	
George P. Sealy	Chief Executive Officer	

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX				
1	Intend to non-ac investors (Part B-l	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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AK	1.1.2.2.2.3	1.7.5.	S.A.D.			\$ 1.1. 19 1.1. 18 1.1.			
AZ		X	Series B Preferred Stock and Warrants	1	\$10,000	0.	0		X
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CA		X	Series B Preferred Stock and Warrants	9	\$301,000	Ò	0		X
со	in annual La latera								7 % 0% 4 4 2 7 7 5 %
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				APPI	ENDIX				
	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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				APPI	ENDIX				
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Itern 1)	
State	Yes	No	(Ture Rom 1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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